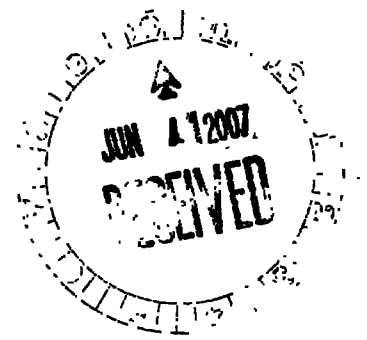


RECORDATION NO 22774-0 FILED

JUN 04 '07

12-57 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

May 31, 2007

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

Mr. Vernon Williams
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated January 31, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22774-M.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Norfolk Southern Railway Company
1200 Peachtree St., NE Box 152
Atlanta, GA 30309

A description of the railroad equipment covered by the enclosed document is forty-two (42) 50' Plate "F" box cars with 10" plug doors and 286 GRL, having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(NS078)

ASSGN. NO.: NS078

JUN 04 07

12-57 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of January, 2007 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company, a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 50 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of January 31, 2007, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: Richard F. Seymour
Title: Vice President Sales & Marketing

By: Susan Grokulsky
Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR DOCUMENTATION

Executed on this 31st day of January, 2007

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31st day of January, 2007.

[Signature]
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY
COMPANY

ATTEST:

By: _____
Name: _____
Title: _____

By: Deborah H Butler
Name: Deborah H Butler
Title: VP Customer Service

Executed on this 15 day of February 2007.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, WILBUR L ADAMS JR, a Notary Public of the County and State
aforesaid, certify that DEBRA BUTLER personally appeared before
me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15 day of FEBRUARY, 2007.

Wilbur L Adams Jr
Notary Public

My Commission Expires:
NOTARY PUBLIC, HENRY COUNTY, GA
MY COMMISSION EXPIRES SEPT. 29, 2010

(Notary Public)

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-two (42)

DESCRIPTION OF CARS: 50' Plate "F" box cars with 10' plug doors and 286 GRL

CAR NUMBERS:

| | |
|-------------|-------------|
| NOKL 560800 | NOKL 560947 |
| NOKL 560806 | NOKL 560952 |
| NOKL 560809 | NOKL 560956 |
| NOKL 560810 | NOKL 560959 |
| NOKL 560812 | NOKL 560961 |
| NOKL 560814 | NOKL 560970 |
| NOKL 560819 | NOKL 560975 |
| NOKL 560824 | NOKL 560979 |
| NOKL 560825 | NOKL 560982 |
| NOKL 560829 | NOKL 560990 |
| NOKL 560838 | NOKL 560992 |
| NOKL 560871 | NOKL 570203 |
| NOKL 560875 | NOKL 570215 |
| NOKL 560884 | NOKL 570219 |
| NOKL 560888 | NOKL 570225 |
| NOKL 560890 | NOKL 570239 |
| NOKL 560920 | NOKL 570240 |
| NOKL 560929 | NOKL 570243 |
| NOKL 560932 | NOKL 570244 |
| NOKL 560940 | NOKL 570245 |
| NOKL 560943 | NOKL 570249 |